

SEC

Potential persons who are to respond/to the collection of information 1972 (6- contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response...1

PROCESSED

FORM D

THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix		Serial						
DATE RECEIVED								

Name of Offering	g ([] check if t	this is an ar	mendment and	I name has	changed,	and indicate
change.)						

Filing Under

(Check box(es) that apply):

[X] Rule 504

[] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.)

House Gadget, LLC, a California Limited Liability Company

	Month Year of Incorporation or Organization: [Feb]] [2004]] [X] Actual [] Estimate on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) [C] [A]	
[] business trust	[] limited partnership, to be formed	
[] corporation	[] limited partnership, already formed [X] other (please specify):
Type of Business Organiz	ation	
Brief Description of Busin Installation and repair of o	ess computer network and home entertainment systems	
Address of Principal Busin Telephone Number (Inclu (if different from Executive Same as above		
Address of Executive Office 8603 Wilshire Boulevard, Telephone Number (Inclu (323) 935 0052	Suite 365, Beverly Hills, CA 90211	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - · Each general and managing partner of partnership issuers.

Check Box(es) that [] Pron Apply:	moter [] Beneficial Owner	[X] Executive Officer	[] Director	[X] General and/or Managing Partner
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Full Name (Last name first, if Yune, Hansel	individual)		***************************************	**************************************
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Full Name (Last nam	ne first, if individual)	***************************************			***************************************	
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3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. **Dollar Amount** Type of Security Type of offering Sold Rule 505 Regulation A Rule 504 \$ Total \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees [] \$_____ Printing and Engraving Costs []\$ Legal Fees [X]\$ 8,000 Accounting Fees []\$_____ Engineering Fees []\$ Sales Commissions (specify finders' fees separately) []\$___ Other Expenses (identify) ______ [] \$ 8,000 Total b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This \$392,000 difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, **Payments** Directors, & To Others Affiliates Salaries and fees [X] \$100,000 [X] \$50,000 Purchase of real estate

[X] \$25,000

Purchase, rental or leasing and installation of machinery

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D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
House Gadget, LLC	Ja Claston	August 26, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Dan Malstrom	Counsel	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No [] [X]"

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) House Gadget, LLC	Signature Date August 26, 2004
Name of Signer (Print or Type)	Title (Print or Type) Counsel
Dan Malstrom	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 3 4 Disqualification under State Type of security ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part C-Item 1) (Part B-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited Yes No Investors Amount State Investors **Amount** Yes No AL AK ΑZ AR CA X 3 75,000 X CO CT DE DC FL X GA HI ID IL IN IA KS KY LA

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